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Attorneys for Legacy Capital Ltd.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

In re:

BERNARD L. MADOFF,

Debtor,

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC,

Plaintiff,

v.

LEGACY CAPITAL LTD. and KHRONOS LLC,

Defendants.

SIPA LIQUIDATION

No. 08-01789 (SMB)

(Substantively Consolidated)

Adv. Pro. No. 10-05286 (SMB)

**DECLARATION OF NICHOLAS F. KAJON
IN SUPPORT OF LEGACY CAPITAL LTD.'S MOTION
TO DISMISS THE AMENDED COMPLAINT UNDER BANKRUPTCY
RULE 7012(b) AND FEDERAL RULE OF CIVIL PROCEDURE 12(b)(6)**

Pursuant to 28 U.S.C. § 1746, NICHOLAS F. KAJON declares as follows:

1. I am a shareholder at Stevens & Lee, P.C., attorneys for Legacy Capital Ltd. (“**Legacy**”).

2. I respectfully submit this Declaration in support of Legacy’s Motion to Dismiss the Amended Complaint Under Bankruptcy Rule 7012(b) and Federal Rule of Civil Procedure 12(b)(6) (the “**Motion**”) filed in the above-captioned proceeding.¹

3. Attached as Exhibit A is a true and correct copy of the January 1, 2004 Accounting Services Agreement between Legacy and Khronos LLC (MAY0019168-174).

4. Attached as Exhibit B is a true and correct copy of the Renaissance Report (RE00004136-181).

5. Attached as Exhibit C is a true and correct copy of the November 21, 2003 email from Paul Broder (RE000000240).

6. Attached as Exhibit D is a true and correct copy of the SEC Transcript (RE000000061-207).

7. Attached as Exhibit E is a true and correct copy of the November 13, 2003 through November 14, 2003 emails among members of the Meritage Committee (RE000000001-8).

8. Attached as Exhibit F is a true and correct copy of the SEC Report.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 30, 2015

/s/ Nicholas F. Kajon
Nicholas F. Kajon

¹ Terms undefined herein shall have the meanings set forth in the Motion.